

Migrating an overseas company to Jersey – a practical guide

An overseas company may apply to the Registrar of Companies (the **Registrar**), under Article 127T of the Companies (Jersey) Law 1991 (**Companies Law**), for consent to migrate to Jersey. This note outlines the procedure for migrating an overseas company to Jersey as well as giving some practical pointers to make sure that the process runs smoothly.

Requirements of current domicile

It is not possible to migrate from every jurisdiction and the law of the current foreign domicile will have to allow for migrations out of that jurisdiction.

Practical points: We co-ordinate with lawyers in the other jurisdiction from an early stage so that the requirements for a migration out of the current jurisdiction can be looked after.

Jersey requirements

The company will need to adopt articles of continuance that conform to the Companies Law. The new articles can be adopted while the company is domiciled in its current jurisdiction but subject to the migration taken place.

Depending on its activities, the company may need a licence, for instance under the Financial Services (Jersey) Law 1998 or the Control of Housing and Work (Jersey) Law 2012.

Practical points: The company will need to appoint a company services provider to provide administration services to it in Jersey and the terms of that appointment will have to be agreed by the migrating company. The new administrator will have to carry out its client due diligence checks on the company. Often tax advice is taken to ensure that the migration does not have a negative impact on the company's tax position. Should the company wish to change name on continuance into Jersey, write to the Registry in the first instance to reserve the new company name. Then have the new company make a Special Resolution evidencing the change of name. The Registry **will** require this, and in the absence of a Special Resolution there will be problems.

Application to the Registrar

The application to the Registrar to migrate is made using a standard form (Form C100) which is accompanied by:

- (a) the company's new articles of continuance;
- (b) a statement of solvency signed by each current director and each proposed director;
- (c) details of the directors and secretary;
- (d) confirmation (which may be given by a director) that creditors will not be unfairly prejudiced;
- (e) confirmations from a lawyer in the foreign jurisdiction that the company may migrate, all necessary authorisations have been given in the foreign jurisdiction and that, on continuance in Jersey, the company will cease to be incorporated in the foreign jurisdiction; and
- (f) the application fee of £500 (for more complex applications the Registrar may also require its further costs to be paid).

Practical point: To get comfortable to give the solvency statement, the directors and (in particular) any proposed new directors may want financial accounts to be prepared and possibly audited. If so,

preparing accounts should be factored into the timings.

Grant of application

Under the Jersey corporate migration regime there are no notice periods for a company migration into Jersey and an application to migrate a company to Jersey can be made as soon as the paperwork is ready.

The Registrar normally takes two to three days to consider a straightforward application once the paperwork has been lodged. Once the Registrar has issued a certificate of continuance the company becomes a Jersey company and its constitutional documents are replaced by the articles of continuance. A copy of the certificate of continuance is sent to the registrar in the company's previous domicile and the Registrar is provided with a copy of the document evidencing migration out of the previous jurisdiction.

Practical points: Notice periods are often a feature of the regime for migrating out of the foreign jurisdiction and these should be factored into timings. Co-ordination is required to ensure that the company ceases to be incorporated in Jersey and continues in the other jurisdiction on the same date.

How can Dickinson Gleeson help?

Company migration applications are relatively straight-forward but experience and a practical approach ensure that they run smoothly. Dickinson Gleeson's partner-led approach gives applicants a responsive and professional service, as well as enabling the firm to quote competitively for company migration applications.

For more information, please contact **Craig Swart** (craig.swart@dgadvocates.com).

This briefing is intended to give a summary of Jersey law and practice in this area. It should not be relied on as legal advice.